

Division of Corporations

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
MASTER CARE PROTECTION PLAN, INC.**

Certificate of Status	0
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Merger
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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1109, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Master Care Protection Plan, Inc.	Florida	P96000069459

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GIC, Inc.	Nevada	NV20051749254

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

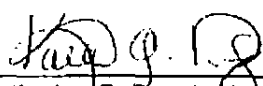
FIFTH: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on October 1, 2013.

SIXTH: Adoption of Merger by merging corporation: The Plan of Merger was adopted by the shareholders and directors of the merging corporation on October 1, 2013, in accordance with the applicable laws of the state of Nevada under which the merging corporation is incorporated.

SEVENTH: Signatures for each corporation:

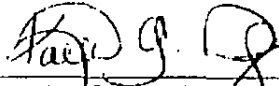
Master Care Protection Plan, Inc.

By:


Katherine G. Dougherty
President

GIC, Inc.

By:


Katherine G. Dougherty
President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of the state of Nevada.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Master Care Protection Plan, Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
GIC, Inc.	Nevada

THIRD: The terms and conditions of the merger are as follows:

1. Merger. In accordance with the provisions of the Florida Business Corporation Act and Nevada Corporate Law, GIC, Inc. (the "Merging Entity"), shall merge with and into Master Care Protection Plan, Inc. (the "Corporation") (the "Merger"), the separate existence of the Merging Entity shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving corporation (the "Surviving Corporation").

2. Effective Date. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. Effect of Merger. Upon the Effective Date of the Merger:

(a) Every other corporation party to the Merger merges into the Surviving Corporation and the separate existence of every corporation except the Surviving Corporation ceases;

(b) The title to all real estate and other property, or any interest therein, owned by each corporation party to the Merger is vested in the Surviving Corporation without reversion or impairment;

(c) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the Merger and releases the Merging Entity from any and all further liabilities as of the Effective Date;

(d) Any claim existing or action or proceeding pending by or against any corporation party to the Merger may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence;

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(e) Neither the rights of creditors nor any liens upon the property of any corporation party to the Merger shall be impaired by such merger; and

(f) The articles of incorporation of the Surviving Corporation in effect immediately prior to the Merger shall be the articles of Incorporation of the Surviving Corporation.

4. Surviving Shareholders. The shareholders of the Surviving Corporation as of the Effective Date shall remain the shareholders of the Surviving Corporation following the Effective Date.

FOURTH: The manner and basis of converting the shares of common stock of the Merging Entity into shares of common stock of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

A. Immediately prior to the Effective Date, Sam M. Galloway, III, Katherine G. Dougherty, and Robert William Galloway each own thirty-three and one-third percent (33 1/3%) of the outstanding shares of common stock of the Merging Entity and of the Surviving Corporation. Upon the Effective Date, each share of common stock of the Merging Entity then outstanding shall be cancelled. Each share of common stock of the Surviving Corporation that is outstanding immediately prior to the Effective Date shall continue to represent a share of common stock following the Merger.

B. There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of any merged party. Therefore, there is not manner or basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property.

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